

ALITALIA - SOCIETA' AEREA ITALIANA S.P.A.
UNDER EXTRAORDINARY ADMINISTRATION
CODE OF ETHICS

PURPOSE OF THE CODE OF ETHICS

- This Code of Ethics (“Code”) regulates the full set of rights, duties and responsibilities that Alitalia* expressly abides to in its day-to-day interaction with stakeholders while conducting its business.
- The whole set of ethical principles and values contemplated by this Code shall inspire the activity of all those who serve in Alitalia, while bearing in mind the importance of their roles and the complexity of functions and responsibilities vested in them for the fulfilment of the Company’s purpose (the “Recipients”).

GENERAL PRINCIPLES

COMPLIANCE

Alitalia, in the performance of its activity, promotes the implementation of and the compliance to its internal procedures and policies, as well as the Code principles, aimed at preventing any non-conformance with applicable laws.

PERSONAL DATA PROTECTION

Alitalia shall ensure the confidentiality of personal data and information being processed and the protection of the information acquired during business activity. Any information received shall not be used for its own interest or in ways that are against the law.

HONESTY AND FAIRNESS

Relations with Alitalia’s stakeholders shall rely on such principles as fairness, collaboration, loyalty and mutual respect. The Recipients shall perform their activity in the Company’s interest and shall not be subject to any kind of pressure.

CUSTOMER CARE AND SATISFACTION

All of the Company’s activities and behaviours are intended to have the highest focus on customers, with the ultimate purpose of achieving optimum qualitative standards in view of their best satisfaction, also with reference to post-sales processes.

SOCIAL RESPONSIBILITY

Alitalia shall operate with due account taken of the requirements of the community it serves and contribute to its economic, environmental, social, cultural and civil development.

PERSONAL PROMOTION AND INTEGRITY

Alitalia shall protect and promote the value of human resources, this includes contributing to the growth of employees’ individual skills and favouring teamwork.

Alitalia is committed to promote compliance with a person’s physical, moral and cultural integrity, while protecting individual dignity and safe working environments. Alitalia prohibits any form of psychological, physical, sexual and moral harassment towards managers, employees, external contractors, suppliers, customers or visitors.

TRANSPARENCY

Alitalia shall clearly and transparently disclose, whenever prescribed by the law, its economic and financial position and its performance, without favouring any specific individuals or groups of interest.

*Alitalia includes Alitalia - Società Aerea Italiana s.p.A. in extraordinary administration and its Subsidiaries as Alitalia CityLiner S.p.A. in extraordinary administration, Alitalia Loyalty S.p.A. and so-called "Irish Companies" (Challey Ltd and its subsidiaries).

SAFEGUARD OF COMPANY ASSETS

Alitalia's managers and employees are responsible for the protection of their entrusted corporate resources and are required to promptly inform their immediate superiors of any events that are potentially harmful for the Company.

CORRECTNESS IN CASE OF CONFLICT OF INTEREST

A conflict of interest is a situation in which a person has a private or personal interest sufficient to appear to an impartial third party able to influence the objective exercise of his or her duties, thus interfering with his/her capability to make impartial decisions in the exclusive interest of the Company.

The Recipients of this Code of Ethics must scrupulously avoid every situation or business which could generate, directly or indirectly, a conflict between their personal or familiar interests and the Alitalia ones.

SPECIAL PARTS

INTRAGROUP RELATIONS

Alitalia ensures transparency and fairness, from a substantial and procedural point of view, of intragroup transactions.

RELATION WITH MANAGERS, EMPLOYEES AND PERSONNEL MANAGEMENT

The respect of persons and their professional development are considered prominent values for Alitalia, together with the relational, intellectual, organizational and technical skills of each manager or employee.

Alitalia implements an integrated system of human resource management and development, whereby all personnel, under equal conditions, are given the same career and professional growth opportunities. The essential prerequisite for the assignment of positions of responsibility within the organization and for progressive career development is the evaluation of demonstrated personal skills and of results achieved, as well as the further potential of skills owned in full and consistent accordance with the Company's current and future needs.

Anyone feeling having been discriminated, on any ground, may report the case to the Supervisory Board. No reprisal against the manager or the employee having reported a case will be allowed.

HEALTH, SAFETY AND ENVIRONMENT

Alitalia, in performing its own activities, is committed to disseminating and reinforcing a culture of safety and to developing an awareness of risks and utilizing all required resources to ensure the health and safety of the employees, the external partners and of the community it serves.

Alitalia personnel shall, within their areas of responsibility, actively participate in the process of risk prevention as well as environmental, public safety and health protection for themselves, their colleagues and third parties.

RELATION WITH SUPPLIERS, TRADE PARTNERS AND FINANCIAL COUNTERPARTS

Alitalia purports to make its conduct in relations with suppliers, trade partners and financial counterparties compliant to the principles of transparency, equality and loyalty.

Furthermore, the Company maintains relationships solely with counterparties that meet the stated ethical and integrity requirements.

Any Recipient is, for example, required to adopt the following behaviours:

- observe and comply, in relations with suppliers and partners, the applicable legal provisions and the stated contractual terms and conditions;
- scrupulously observe internal procedures on the selection and management of relations with suppliers and partners and financial counterparties;
- obtain the collaboration of suppliers in ensuring customer satisfaction in terms of quality, cost and delivery time for the provision of goods and services.

CHOICE OF SUPPLIERS, TRADE PARTNERS AND FINANCIAL COUNTERPARTS

Processes for the selection and choice of suppliers and partners shall be centred on maximizing advantages to Alitalia and the need to protect the Company's image. To that end, the Management - as well as any Company

manager and employee in charge of the corporate functions participating in such processes - are required to adopt the following behaviours:

- grant suppliers and partners having the necessary requirements equal opportunities to participate in the selection;
- ensure the participation in any competitive bidding procedure of a sufficient number of suppliers in accordance with the applicable Company policies;
- check through - inter alia – suitable documentation, that suppliers and/or partners have the necessary financial and non-financial means, organizational facilities, technical skills and know-how, quality systems and resources suited to the Company's needs and image.

CHOICE OF “ETHICAL” SUPPLIERS, TRADE PARTNERS AND FINANCIAL COUNTERPARTS

Alitalia shall ensure to enter a business relationship exclusively with counterparts of the highest standing, in terms of ethical values and integrity. For that reason, all counterparts are expected to satisfy the due diligence integrity requirements:

- having implemented control procedures aimed at preventing the perpetration of the crimes (eg. Anti-Bribery);
- having adopted a code of ethics or a code of conduct;
- non being included in the so called debarment lists;
- the top management/directors should not have incurred in criminal conviction.

INTEGRITY AND INDEPENDENCE IN RELATIONS WITH SUPPLIERS, TRADE PARTNERS

Relations with suppliers and partners shall be centred on general ethical behaviours. In particular, in managing relations with suppliers and partners, especially for the purpose of ensuring integrity and independence, suppliers or partners should not be solicited to execute a contract/agreement on terms that would be disadvantageous to them while offering to them the prospect of executing a subsequent contract/agreement on more favourable terms.

DISCLOSURE OF THE CODE OF ETHICS TO SUPPLIERS AND PARTNERS

Alitalia shall ensure the circulation of this Code among its suppliers and partners and make them aware of the need to comply with its principles and to avoid conducts that may cause the Code Recipients to be in breach of the same.

GIFTS AND OTHER ADVANTAGES RECEIVED/OFFERED FROM/TO SUPPLIERS AND PARTNERS

The Recipients shall avoid directly or indirectly (e.g. from their family members, friends and acquaintances) receiving the following:

- any money or other advantages or benefits from parties, other than Alitalia, for doing acts either within the scope of or contrary to his or her official duties;
- gifts, donations, hospitality or other advantages, unless the value of the same does not exceed limits ascribable to ordinary courtesy and is however low and the gift is customarily given on recurring occasions.

The Recipients shall not accept gifts or other forms of benefit that are not in line with the foregoing prescriptions. In any case, they are required to inform their immediate superior and the Supervisory Board thereof. Similarly it is forbidden to Recipients to offer, give or promise goods, money or any other advantage to anybody to obtain an undue benefit for the Company.

The Company will not tolerate or justify any questionable or illegal practice, even if considered “customary” in a business transaction and no service will be imposed or accepted if such service may be obtained only compromising Alitalia's ethical standards.

PRIVACY PROTECTION

Alitalia shall conform with the applicable regulations about the confidentiality and processing of personal data as per the Regulation (EU) 2016/679 adopted on the 27 of April 2016, published on the European Official Gazette on the 4 of May 2016, and to the provisions of the Legislative Decree. n. 196/2003, as modified and supplemented by the Legislative Decree n 101, dated 10 August 2018 and any further law ad regulations as applicable.

With special regard to the processing of workers' personal data, Alitalia shall use specific precautionary measures in order to inform each manager, employee or external contractor on the nature of the personal data processed by the Company, processing methods, communication scopes and, more generally, any information concerning him or her.

RELATIONS WITH CUSTOMERS

Alitalia purports to make its conduct in relations with Guests compliant to the principles of transparency, reliability, accountability and quality.

For instance, each Code Recipient is required to behave as follows:

- scrupulously observe the Code provisions and internal procedures related to the management of relations with Customers;
- make sure that service offered are qualitative and reliable;
- evaluate the standing and integrity of Customers;
- efficiently and courtesy provide accurate and exhaustive information on the contents, price and terms of delivery of services to be provided, for Guests to be able to make informed decisions;
- make sure that their advertising communications or other types of communications are truthful and designed to prevent any deceitful practice.

Alitalia undertakes to ensure suitable quality standards in its offered services based on clearly defined quality levels and to use modern methods for reviewing and measuring customer satisfaction in order to introduce possible remedial actions and improvements. In addition, the Company shall always provide feedback to suggestions and reply to claims and complaints from consumers and consumers' associations, by using suitable and prompt communication systems.

RELATIONS WITH PUBLIC ADMINISTRATION, SUPERVISORY BODIES AND JUDICIAL AUTHORITIES

Alitalia's relations with the Public Administration are centred on the maximum degree of transparency and fairness. In particular, Alitalia shall maintain the necessary relations with State agencies in Italy or other countries in compliance with respective roles and functions as provided for by the law; it is understood that such relations will be highly collaborative.

Relations with officers of public institutions are limited to the Company's functions dedicated to maintaining such relations and shall be regularly authorized on the basis of the highest degree of compliance with legal and regulatory requirements. Any relations of this type may by no means impair the Company's integrity and reputation.

To that end, Alitalia shall not offer, either directly or through intermediaries - any sums of money or other equivalent payment to any public officer in charge of public services in order to influence their activities in the fulfilment of their duties.

Such prescriptions may not be eluded through other form of remuneration, such as sponsorships, assignments and advisory services, advertising services and similar compensations having the same illicit purposes as those referred to above.

Any gestures of courtesy such as gifts and forms of hospitality towards representatives of the Public Administration or public officers will be allowed provided their value is modest and gifts are such as to be considered customary and recurrent.

Similar gestures shall in any case be made in such a form and on such terms as to avoid impairing Alitalia's integrity and reputation or influence the autonomy of the Code Recipients' judgment.

Such provision shall equally apply in countries where offering gifts of high economic value is customary. Alitalia shall act in compliance with the law and favour the correct administration of justice within the limits of its responsibilities.

In the performance of its activities, Alitalia shall cooperate with the representatives of Judicial Authorities, Police Forces and any Public Officer with inspection powers, and provide the same with any of their requested information in complete, fair, suited and prompt manner.

Alitalia will require Code Recipients to offer the maximum degree of assistance and cooperation to anyone received in the Company's premises for the purpose of inspections and controls on behalf of Regulatory and Supervisory Authorities.

When judicial proceedings, enquiries or inspections by Public Authorities are expected or imminent, the destruction or alteration of records, minutes, accounting entries and any documents will be strictly forbidden.

In relations with national, EU and international institutions, Alitalia shall:

- establish permanent and stable communication channels with all institutional entities involved during the performance of its activities with no type of discrimination;
- represent its interests and positions in a transparent, rigorous and consistent manner, while avoiding collusive behaviours;
- act in compliance with the principles defined by the Code in the performance of its activities, and avoid exerting direct or indirect pressure through its managers, employees or external contractors on the accountable persons or representatives of Institutions in order to obtain favours or advantages.

RELATION WITH OTHER COUNTERPARTIES

ECONOMIC RELATIONS WITH PARTIES, UNIONS AND ASSOCIATIONS

Alitalia shall provide no type of direct or indirect financial contributions to political parties, movements, committees and political or union organizations, or their representatives or candidates, whether in Italy or abroad, save for any contributions due in compliance with specific legal provisions. Alitalia shall refrain from any direct or indirect pressure on political or union representatives through Code Recipients, who, in turn, will not be allowed to engage in political activities during working hours, or use the Company's assets or equipment for that.

EXTERNAL COMMUNICATION AND INFORMATION

Alitalia is committed to provide media with information that is consistent, conforms with its policies and programs, is truthful, mutually coherent, transparent and without further reasons. To that end, relations with the press and the other media shall exclusively be under the responsibility of the legal representatives or their delegates.

This provision also fulfils the fundamental need for confidentiality normally required by such type of internal information.

WHISTLEBLOWING

REPORTING OBLIGATION

All Recipients of this Code of Ethics shall report unlawful conduct that, in good faith and based on reasonable belief founded on concrete facts, one considers having occurred. The whistleblower shall furnish any and all elements to enable the competent offices to proceed to the required and appropriate audits and verifications to assess the reliability of the reported situation.

HOW TO REPORT

Reporting to Alitalia shall be submitted via the EQS Integrity Line Platform* provided for this purpose and accessible at the following address: <https://alitalia.integrityline.org>.

by ordinary mail posted in closed envelope with the written notice "DO NOT OPEN" addressed to:
Secretary "Organismo di Vigilanza" c/o Alitalia SAI S.p.A. in amministrazione straordinaria, Piazza Almerico da Schio snc. – Pal. Bravo – 00054 Fiumicino (RM) ITALY

WHISTLEBLOWER PROTECTION

The Company protects the people reporting unlawful conduct which has come to their knowledge and, in particular, ensures the anonymity of the whistle-blower from the receipt to any subsequent contact following the reporting. Alitalia is aware that to maintain a culture of integrity it is necessary to protect those who report, in good faith, actual or suspected violations.

Therefore, Alitalia, strictly forbids all forms of reprisal subsequent to the reporting, in good faith, of potential infringements.

*This platform, which is neither part of the website nor the intranet of Alitalia under e.a., is managed by EQS Group AG, as system administrator, and keeps the data in a fully encrypted manner ensuring that access to the same is allowed only to Alitalia under e.a. personnel expressly in charge. Through the Platform it is possible to send Reports, even anonymously, guaranteeing in any case a dialogue with the staff of Alitalia under e.a. in charge of managing the reports.

COMUNICAZIONE E FORMAZIONE ED EFFICACIA DEL CODICE ETICO

COMUNICAZIONE

Il Codice Etico è portato a conoscenza degli stakeholder della Società mediante apposita attività di comunicazione. Allo scopo di assicurare la corretta comprensione del Codice a tutti i dirigenti, dipendenti e collaboratori esterni della Società, l'Organismo di Vigilanza promuove, in accordo con le strutture organizzative interne, piani di formazione volti a favorire la conoscenza dei principi e delle norme etiche.

COMMUNICATION TRAINING AND EFFECTIVENESS OF THE CODE OF ETHICS

COMMUNICATION

The Code of Conduct is disclosed to the Company's stakeholders by suitable communication activities. In order to ensure the correct understanding of the Code among all managers, employees and external contractors of the Company, the Supervisory Board, in association with dedicated internal structures, shall organize training programs intended to favor the knowledge of ethical principles and rules.

EFFECTIVENESS

The observance of the rules of conduct prescribed by the Code shall be considered an essential part of contractual obligations imposed on the Company's employees, pursuant to article 2104 of the Civil Code, as well as on its managers and external contractors.

Any breach of the Code shall amount to a breach of the obligations arising from the employment/contract relationship and/or to professional misconduct punishable by disciplinary action, with any consequence applicable at law in relation to – inter alia – the continuation of the employment/contractual relationship.

Alitalia shall consequently apply and inflict sanctions that are proportionate to the perpetrated breach with impartiality and uniformity and in compliance with the applicable regulatory provisions on labor relationships. Any inflicted disciplinary measures and sanctions shall be respectively applied and inflicted in full compliance with art. 7 of law no.300 of 20 May 1970 and with any other applicable legal provisions or provisions of the relevant collective labor agreement.
